



South Peace **REGIONAL ARCHIVES**

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1. Preamble

- 1.1. The following articles set forth the Bylaws for the South Peace Regional Archives Society, hereinafter referred to as the “Society”.
- 1.2. The Registered Office of the Society is located at 11330 106 St, Lower-Level Centre 2000, Grande Prairie, AB.

2. Definitions

- 2.1. Voting Member - Any interested person who meets the requirements set out in clause 3.3.
- 2.2. Non-Voting Member - Any interested person who meets the requirements set out in clause 3.4.
- 2.3. Board - The Board of Directors of this Society.
- 2.4. Board Executive – The President, Vice-President, Treasurer and Secretary of the Board of Directors.
- 2.5. Annual General Meeting – A meeting held once a year in the first half of the calendar year that is open to all members and the public.
- 2.6. Facility – any real property owned, leased, or rented by the Society for the purpose of serving the Society and its members.
- 2.7. Regular Meeting – the meeting of the Board.
- 2.8. Special Resolution - An issue that is subject to a vote at a General Meeting.
- 2.9. Presiding Officer - The President of the Board will be the Presiding Officer at every meeting of the Society. The Vice-President will assume the Presiding Officer role in the President’s absence.
- 2.10. Remote Communication means any electronic communication including conference telephone, video conference, the internet, or any other method by which Board members not present in the same physical location may simultaneously communicate with each other.
- 2.11. Society – South Peace Regional Archives
- 2.12. The Societies Act – Alberta Provincial Legislation governing registered non-profit societies in Alberta.
- 2.13. Special General Meeting – A meeting called by the Board of Directors or by a request to the President of the Board signed by at least five (5) Directors or by 1/3 of the voting membership of the Society in good standing to address issues that cannot be tabled until the Annual General Meeting.
- 2.14. South Peace Collection Area - City of Grande Prairie, County of Grande Prairie, Municipal District of Greenview, Municipal District of Spirit River, Saddle Hills County, Birch Hills County

3. Membership

- 3.1. The Board shall prescribe the terms of admission of members to the Society and define their rights and obligations.
- 3.2. There are two (2) categories of members.
 - 3.2.1. Voting Members,
 - 3.2.2. Non-Voting Members.
- 3.3. Voting members of the Society are:
 - 3.3.1. Over the age of eighteen (18) years old,

- 3.3.2. Current with the annual or lifetime membership fee.
- 3.4. Non-Voting members of the Society are:
 - 3.4.1. Committee members or any Member of the public who supports the objectives and mission of the Society,
 - 3.4.2. Selected by the Board of Directors on a honorary basis.
- 3.5. Retaining Membership in the Society
 - 3.5.1. All members must:
 - a) Advise the Society of any changes of name or residential address on an annual basis,
 - b) Be current with membership fees as determined by the Board of Directors,
 - c) Be in full compliance with the Bylaws and Policies of the Society.
- 3.6. Rights and Privileges of Members
 - 3.6.1. Voting members have the right to:
 - a) Receive notice of and attend all Annual General and Special General meetings of the Society,
 - b) Vote on motions and resolutions at all Annual General and Special General meetings of the Society,
 - c) Be eligible to stand for election to the Board of Directors of the Society, unless subject to section 3.9 and clause 5.3.2,
 - d) Participate in the general activities of the Society.
 - 3.6.2. Non-Voting members have the right to:
 - a) Receive notice of and attend all Annual General and Special General meetings of the Society,
 - b) Participate in the general activities of the Society.
- 3.7. Membership Fees
 - 3.7.1. Membership fees will be reviewed and set annually at the Annual General Meeting of the Society.
- 3.8. Cessation of Membership
 - 3.8.1. A Member may choose to end their membership in the Society by:
 - a) Providing written or telephone notice to the registered office or,
 - b) Failing to pay their annual membership fee on or before the last business day of January of the current membership year.
- 3.9. Suspension/Termination of Membership
 - 3.9.1. Any membership in the Society may be suspended or terminated by the Board at its sole discretion if:
 - a) The Member has failed to abide by the bylaws and policies of the society,
 - b) The Member has disrupted meetings or functions of the Society,
 - c) The Member has accepted full-time or contract employment with the Society,
 - d) The Member has a conflict of interest that cannot be resolved to the satisfaction of the Board,
 - e) The Member has done anything evaluated as harmful to the Society.
 - 3.9.2. There must be a majority vote at the Annual General Meeting, or a Special General Meeting called for this purpose.
 - a) Prior to the vote being taken, the person proposed for expulsion shall be given fourteen (14) days' notice in writing of the proposed expulsion and shall be afforded an opportunity to explain or justify his/her position to the persons present.
- 3.10. Membership Register
 - 3.10.1. The Board will keep a register of active members which will be updated annually and periodically as required,

- 3.10.2. Upon quitting, termination or death, the name of the Member will be removed from the Member Register and is considered to have ceased being a Member on the date his/her name is removed from the register,
- 3.10.3. The Member remains liable for any debts owed to the Society as of the date his/her name is removed from the register,
- 3.10.4. There will be no refunds of membership fees paid.
- 3.11. Transfers of Membership
 - 3.11.1. Members may not transfer any rights of privileges of membership to another person. All rights and privileges terminate upon a Member's quitting, death or upon being expelled from the Society.

4. Meetings of the Membership

- 4.1. Annual General Meeting
 - 4.1.1. The Annual General Meeting of the Society shall be held in the first six (6) months of the calendar year.
 - 4.1.2. Agenda
 - a) The agenda of the Annual General Meeting shall include:
 - i. Adoption of the minutes of the last Annual General Meeting and any Special General Meetings previously held,
 - ii. Presentation of reports on the previous year's activities and on the current and planned activities for the current year,
 - iii. Presentation and acceptance of the audited financial statement for the previous year and the auditor's opinion on same,
 - iv. Appointment of the auditor for the current year,
 - v. Presentation of the budget for the current year,
 - vi. Election of members of the Board of Directors.
 - vii. Additional items requiring a Special Resolution may be added to the agenda of an upcoming Annual General Meeting provided that the provisions as set forth in clause 4.2.2 have been met.
- 4.2. Special General Meetings
 - 4.2.1. The Board of Directors may call one or more Special General Meetings during the year for one or more of the following:
 - a) Discuss important issues of concern with the members of the Society,
 - b) Seek advice or direction from the members of the Society on financial, organizational, or other issues,
 - c) Decide on the expulsion of one or more Members of the Society,
 - d) Consider the removal of a Board Member from office,
 - e) Borrow funds through issuing a debenture or debentures, or
 - f) Consider proposed changes to these Bylaws.
 - 4.2.2. Fifty (50) percent of the directors or one-third (1/3) of the voting members may petition the Board of Directors in writing to call a Special General Meeting.
- 4.3. Notice
 - 4.3.1. The Board of Directors shall ensure that at least twenty-one (21) days' notice of each Annual General Meeting or Special General Meeting is given to the membership,
 - 4.3.2. This notice shall include the agenda of the meeting, its date, time, and place, and the specific wording of any Special Resolution to be considered at the meeting, and shall be given by one of more of the following:
 - a) A notice in the common area of the registered office of the Society,

- b) A notice in the newsletter,
 - c) A notice on the Society's website, social media
 - d) Additional means if the Board deems that additional means are appropriate,
 - e) Written notice to the affected Member if the agenda includes a motion under section 3.9 above, and
 - f) Written notice to the affected Board Member if the agenda includes a motion under section 5.9 below.
- 4.4. Quorum
- 4.4.1. The quorum for the Annual General Meeting or a Special General Meeting will be ten (10) percent of the Society's current voting membership,
 - 4.4.2. The Board President shall cancel the Annual General Meeting or Special General Meeting if a quorum is not present within one-half hour of the same time. If cancelled, the meeting shall be rescheduled for 1 week later at the same time and place. If a quorum is not present within one-half hour of the set time of the second meeting, the meeting shall proceed in any event with the members in attendance.
- 4.5. Meeting Procedure
- 4.5.1. All meetings shall be conducted according to recognized rules of parliamentary procedure,
 - 4.5.2. The Annual General Meeting of the Society is open to the public. Any persons who are not members may be required to leave during discussions of a sensitive nature.
- 4.6. Action By Directors Without a Meeting
- 4.6.1. Any decision that would typically require a meeting of the Board or any Board committee can be made without holding a meeting, as long as all members of the Board or committee agree in writing or via electronic transmission. These written consents must be filed with the minutes of the Board or committee proceedings,
 - 4.6.2. Any decision made must be added to the agenda for the next Board meeting to be reviewed.
- 4.7. Remote Meetings
- 4.7.1. A meeting of the Board may be held by any means of remote communication by which each person has a reasonable opportunity to participate. This remote participation in a meeting will constitute presence in person at the meeting.

5. Board of Directors

- 5.1. The affairs of the Society will be managed by a Board of Directors which shall function within the provision of these Bylaws.
 - 5.1.1. The Board may hire a paid Executive Director to carry out management functions under the direction and supervision of the Board.
- 5.2. The Board of Directors will consist of not less than 4 or more than 10 voting members.
- 5.3. Board members will:
 - 5.3.1. Be elected at the Annual General Meeting,
 - 5.3.2. Reside in the established South Peace Collection area,
 - 5.3.3. Serve without pay.
- 5.4. Board Structure
 - 5.4.1. The structure of the Board shall be as follows:
 - a) Voting members:
 - (i) President
 - (ii) Vice-President
 - (iii) Secretary

- (iv) Treasurer
 - (v) Directors at large (6)
- b) Non-Voting members:
 - (i) Past President
 - (ii) Representatives appointed to the Board by organizations providing sustainable annual funding.
- 5.5. Elections
 - 5.5.1. Prospective Board members will be presented to the voting membership in attendance at the Annual General meeting.
 - 5.5.2. Following a vote, the newly elected Board shall take office and, from among its members, shall elect a President to serve for the upcoming term.
 - 5.5.3. The Board shall meet within one week of the Annual General Meeting to elect the remainder of the Executive Committee as outlined in clause 7.1.
- 5.6. Board Terms:
 - 5.6.1. The President and Secretary will be elected for a two (2) year term.
 - 5.6.2. The Vice-President and Treasurer will be elected for a two (2) year term on alternating years from the President and Secretary.
 - 5.6.3. Two (2) Directors at large will be elected each year for a two (2) year term.
 - 5.6.4. The President may not serve more than one 2-year term as Past President.
- 5.7. Board Office:
 - 5.7.1. Members may hold only one elected office at a time, except that the roles of Secretary and Treasurer, or Treasurer and Vice President, may be held by the same person if the Board so decides.
- 5.8. Board Member Resignation:
 - 5.8.1. Any Board Member desiring to resign from the Board may do so by written notice to the Board or the registered office and thereupon he/she shall cease to be a Board Member. Such action shall not preclude that Member in the future.
- 5.9. Board Member Expulsion/Suspension:
 - 5.9.1. Any Board Member may be expelled/suspended by a majority vote of all voting members present at a duly called Annual General or Special General Meeting of the Society for:
 - a) Failing to abide by the Bylaws and Policies of the Society,
 - b) Absence for 3 consecutive Board meetings without submitting just reasons,
 - c) Actions judged by the Board to be harmful to the Society.
 - 5.9.2. There must be a majority vote at the Annual General Meeting or a Special General Meeting called for this purpose.
 - a) Prior to the vote being taken, the person proposed for expulsion shall be given fourteen (14) days' notice in writing of the proposed expulsion and shall be afforded an opportunity to explain or justify his/her position to the persons present.
- 5.10. Filling Board Vacancies
 - 5.10.1. The Board shall have the power at any time to appoint any person they deem appropriate to fill a vacancy of the Board.
 - 5.10.2. In the event of a vacancy on the Executive Committee, the remaining members of the Board shall have the authority to appoint a temporary replacement from among the elected Board members at the next scheduled Board meeting. The appointed individual shall immediately assume the responsibilities associated with the position to which they have been assigned.
- 5.11. Conflict of Interest
 - 5.11.1. Any Board Member having a direct conflict of interest in a matter before the Board shall declare such conflict of interest and thereafter refrain from discussion and voting upon the issue presented.

- 5.11.2. Boards members with a conflict of interest can be expelled/suspended as provided for under 5.9 above if they:
- a) Fail to disclose a potential conflict of interest and/or,
 - b) Fail to refrain from discussion.

6. Powers of the Board

- 6.1. The Board Shall:
- 6.1.1. Appoint any committees it deems necessary,
 - 6.1.2. Set policy affecting the Society,
 - 6.1.3. Oversee management of all assets and liabilities of the Society,
 - 6.1.4. Make such rules and regulations as it deems proper provided that such rules and regulations are consistent with the bylaws,
 - 6.1.5. Borrow, raise, or secure money in any way it chooses, as long as it complies with any legal restrictions under The Societies Act or these bylaws.

7. Committees

- 7.1. Executive Committee
- 7.1.1. The positions of the Executive Committee shall be President, Vice-President, Secretary, and Treasurer.
 - 7.1.2. The Past-President may serve as an advisory Member of the Executive Committee and has no voting privileges.
 - 7.1.3. The Board of Directors may authorize the Executive Committee to perform between the meetings of the Board such duties as the Board from time to time may deem expedient.
 - 7.1.4. The Executive Committee shall meet upon the request of any of its members by informing the secretary who will call the meeting.
 - 7.1.5. A quorum for any General or Special meeting of the Executive Committee members shall be 51%.
- 7.2. Other Committees
- 7.2.1. Other committees, as deemed necessary to carry on the work of the Society, shall be appointed by the Board of Directors from time to time as required.
 - 7.2.2. The Chairperson for each committee shall be appointed by the Board.
 - 7.2.3. Committee meetings shall be held as often as the business of the Society requires with reports to be presented by the committee Chairperson at the next meeting of the Board.
 - 7.2.4. A quorum for any committee meeting, excepting the Executive Committee, shall be two (2) committee members in good standing.

8. Duties of the Officers

- 8.1. The President shall:
- 8.1.1. Endeavor to attend all meetings of the Society and preside over the meetings,
 - 8.1.2. Be the official spokesperson for the Society; he/she may delegate such power regarding public pronouncements to an active Member of the Society,
 - 8.1.3. Be an ex-officio Member of every committee, except for the Nomination Committee,
 - 8.1.4. Act always in accordance with the lawful directives of the Board,

- 8.1.5. execute all contracts and other documents binding upon the Society provided; however, that he/she may designate others to execute the same in his/her absence or under such terms and conditions as he/she may prescribe.
- 8.2. The Vice-President shall:
 - 8.2.1. Preside over the meetings of the Society in the President's absence. If the President and Vice President are absent, the Directors may elect a Chairperson for the meeting,
 - 8.2.2. Replace the President at Society functions, as requested by the President,
 - 8.2.3. Do all things reasonably required of them by the President for the better functioning of the Society,
 - 8.2.4. Carry out other duties assigned by the Board.
- 8.3. The Secretary shall:
 - 8.3.1. Be responsible for taking the minutes of meetings,
 - 8.3.2. Ensure that all documents relating to meetings are kept on file at the registered address of the Society,
 - 8.3.3. Ensure that the Society registration documents are filed annually,
 - 8.3.4. Be responsible for the Board's correspondence and membership records,
 - 8.3.5. Carry out other duties as assigned by the Board.
- 8.4. The Treasurer shall:
 - 8.4.1. Be responsible for the maintenance of all required books of account and financial record,
 - 8.4.2. Ensure adequate systems for the control of all expenditures are established and maintained,
 - 8.4.3. Prepare or have prepared under his/her direction the proposed budget and its presentation by him/her to the Board for approval or amendment,
 - 8.4.4. Ensure the society is maintained within the expenditures of the accepted budget or within such alterations thereof as the Board may lawfully make,
 - 8.4.5. Ensure adequate systems are established and maintained so that the funds of the society are properly received, adequately protected, and properly deposited and accounted for in accordance with generally accepted accounting principles (GAAP),
 - 8.4.6. Carry out other duties as assigned by the Board
- 8.5. The Past-President shall:
 - 8.5.1. Act as an advisor to the Board on all matters pertaining to the operation of the Society during his/her term(s) in the office of the President and with which he/she has intimate knowledge.
- 8.6. The members at Large shall:
 - 8.6.1. Be appointed by the President to sit on such committees, standing or special, to carry on the business or further the objectives of the Society,
 - 8.6.2. Perform any other duties as the President may from time to time direct.

9. Board Meetings

- 9.1.1. The Board of Directors shall meet at least four (4) times a year, including the Annual General Meeting.
- 9.1.2. Board meetings shall be at such dates and times as decided upon by the Board members, but the President may also call special meetings to address an urgent or important matter or matters.
- 9.1.3. Except in emergency situations the members of the Board and the members of the Society shall be given at least five (5) days' notice of the date, time, location, and proposed agenda of each Board meeting by mail, e-mail, on the Society's website and/or social media or a notice on the Society's notice Board.

- 9.1.4. The quorum for each Board meeting shall be fifty-one (51%) per cent.
- 9.1.5. Minutes of each Board meeting must be taken and then must be approved at a subsequent Board meeting.
- 9.1.6. The Governance policies shall govern the Board's other procedures.

10. Voting and Adjournment

- 10.1. Each Member has one vote at every Annual General or Special General Meeting. A show of hands, unless a ballot is requested by a majority of the members beforehand, decides every vote at every Annual General or Special Meeting.
 - 10.1.1. If a ballot is demanded prior to any question being called, it shall be taken in such a manner and at such a time and place as the Chair of the meeting directs.
 - 10.1.2. The demand of a ballot may be withdrawn.
 - 10.1.3. In the case of any dispute as to the admission or rejection of a vote, the Chair shall determine the same and such determination made in good faith shall be final and conclusive.
- 10.2. The President does not have a second or casting vote. In the case of a tie, the motion is defeated.
- 10.3. There is no voting by proxy.
- 10.4. Seventy-five (75) percent of the members present decide each issue and resolution unless specified otherwise in these bylaws.
- 10.5. The Presiding officer declares a resolution carried or lost. This statement will be recorded in the meeting minutes as final and does not have to include the number of votes for and against the resolution.
- 10.6. Electronic voting is acceptable for regular meetings of the Board and if a meeting is scheduled remotely following the provisions set out in Articles 4.7.1.

11. Financial Statements/Auditing

- 11.1. The fiscal year of the Society shall end on December 31 each calendar year unless otherwise ordered by the Board of Directors.
- 11.2. The books, accounts and records of the Society shall be audited by a qualified Chartered Professional Accountant (CPA) or by two members of the Society designated by the Board.
- 11.3. Complete and proper financial statements of the previous year shall be presented at the Annual General Meeting of the Society for approval.
- 11.4. The financial records shall be kept regularly and properly by the Board of Directors and may be examined by members of the Board and those persons to whom the Board may grant permission.
- 11.5. All monies belonging to the Society shall be deposited in a bank account in the name of the Society by a Board Member or by an employee so designated by the Board.

12. Signing Authority

- 12.1. The designated Executive Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques. The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances.
- 12.2. All contracts of the Society approved by resolution of the Board must be signed by Executive Officers or other persons authorized to do so.

13. Payments

- 13.1. No Member, Director, or Executive Officer of the Society receives any payment for his or her services as a Member, Director, or Executive Officer.
- 13.2. Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

14. Inspection of Records of the Society

- 14.1. The Secretary or his/her delegate shall ensure that all necessary books and records of the Society are kept and filed as required by the Bylaws, the Societies Act, or any other statute or law.
- 14.2. A copy of the minutes of the Board of Directors' meetings shall be kept at the registered Office of the Society.
- 14.3. Any Member wishing to inspect the books or records of the Society will give a minimum of 3 days' written notice to the President or Secretary.
 - 14.3.1. Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office during normal business hours in the presence of a Board Member.
- 14.4. All financial records and other records of the Society are open for such inspection by the members, except for records that the Board designates as confidential.

15. Protection and Indemnity of Directors and Executive Officers

- 15.1. Each Director or Executive Officer holds office with protection from the Society. The Society indemnifies each Director or Executive Officer against all costs and charges that result from any act done in his or her role for the Society. The Society does not protect any Director or Executive Officer for acts of fraud, dishonesty, or bad faith.
- 15.2. No Director or Executive Officer is liable for the acts of any other Director, Executive Officer, or employee. No Director or Executive Officer is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Society. No Director or Executive Officer is liable for any loss due to an oversight or error in judgment, or by an act in his or her role for the Society, unless the act is fraudulent, dishonest, or in bad faith.
- 15.3. Directors or Executive Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Executive Officers are not held liable for any loss or damage as a result of acting on that statement or report.

16. Parliamentary Authority

- 16.1. The rules contained in "Robert's Rules of Order Revised" shall govern the Society in all cases to which they are applicable and in which they are consistent with these by-laws.

17. Amending the Bylaws

- 17.1. These Bylaws may be cancelled, altered, or added to by a Special Resolution at any Annual General Meeting or Special General Meeting of the Society.
- 17.2. The twenty-one (21) days' notice of the Annual General Meeting or Special General Meeting of the Society must include details of the proposed resolution to change the Bylaws
- 17.3. The amended Bylaws take effect after approval of the Special Resolution at the AGM or Special General Meeting and acceptance by the Corporate Registry of Alberta.

18. Political Statements

- 18.1. No Board Member, Committee Member, Volunteer or Staff Member shall make political statements on behalf of the Society without prior approval of the Board of Directors.

19. Seal

- 19.1. The South Peace Regional Archives Society does not have a seal.

20. Distributing Assets and Dissolving the Society

- 20.1. The Society does not pay any dividends or distribute its property among its members.
- 20.2. If the Society is dissolved, its archival records on deposit will be returned to the municipal governments. All other archival records in its custody, and any funds or assets remaining after paying all debts, will be transferred to an incorporated organization with similar goals. Members select this organization by Special Resolution. In no event do any members receive any assets of the Society.